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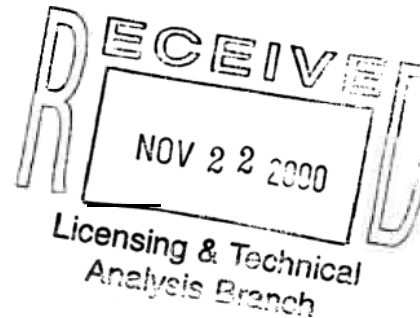
ARTHUR BLOOSTON
1914-1999

November 20, 2000

By Hand Delivery

Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

*Re: FCC Form 602 Ownership Report
Horizon PCS, Inc.*



Dear FCC Staff

On behalf of Horizon PCS, Inc. ("Horizon PCS"), we hereby submit an original FCC Form 602 ownership report for Horizon PCS.

Please contact the undersigned counsel if you have any questions.

Sincerely,

John A. Prendergast
D. Cary Mitchell
Counsel to Horizon PCS, Inc



FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

AC1 - Pg 2

Approved by CMT
Form - 0799
See instructions for
public burden estimate

Applicant/Licensee Information

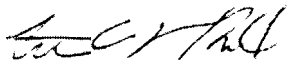
1) First Name (if individual):	MI:	Last Name:	suffix:
2) Applicant Name (if entity): Horizon PCS, Inc.		3) Applicant TIN	

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary)	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
Horizon Personal Communications Services, Inc. 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services		0%
Bright Personal Communications Services, L.L.C 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services		100%

Signature

1 Typed or Printed Name of Party Authorized to Sign

First Name: William	MI: A.	Last Name: McKell	suffix:
Title: President and Director			
Signature: 			Date: 11/16/00
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(4)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
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2) Disclosable Interest Holder's Name (if entity)

Horizon Telcom, Inc.

3) Disclosable Interest Holder's TIN

[REDACTED]

4) Disclosable Interest Holder's Address.

68 East Main Street, Chillicothe, OH 45601-0480

5) Type of Interest in Applicant (I)
(refer to instructions for list)

I -- Indirect Ownership

6) Disclosable Interest Holder is a(n): (C)
(refer to instructions for list of codes):

C -- Corporation

7) Percent of Interest Held in Applicant:

indirect 56.5% equity /
88.1% voting

8) Disclosable Interest Holder's Type of Ownership
(refer to instructions for list):

C -- Class B Common Stock in Horizon PCS
(10 votes per share)

9) Disclosable Interest Holder's Country of Citizenship

Ohio Corporation

10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):

Horizon Telcom, Inc. holds 88.1% of the total voting power and 56.5% of the total equity of Horizon PCS, Inc, which owns 100% of the stock of Horizon Personal Communications, Inc.

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held
Horizon PCS, Inc. 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services.	[REDACTED]	56.5% equity 88.1% voting
The Chillicothe Telephone Company 68 East Main Street, Chillicothe, OH 45601-0480	Provision of local exchange telephone and exchange access services.	[REDACTED]	100%
Horizon Services, Inc. 68 East Main Street, Chillicothe, OH 45601-0480	Provision of personnel and support services to Horizon Telcom subsidiaries	[REDACTED]	100%
United Communications, Inc. 68 East Main Street, Chillicothe, OH 45601-0480	Paging, resale long distance, Internet access, and computer consulting services.	[REDACTED]	100%
Horizon Personal Communications, Inc. 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services.	[REDACTED]	Indirect 56.5% equity 88.1% voting
Bright Personal Communications Services, L.L.C 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services.	[REDACTED]	Indirect 56.5% equity 88.1% voting

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
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2) Disclosable Interest Holder's Name (if entity):

Apollo Investment Fund IV, L.P.

3) Disclosable Interest Holder's TIN

4) Disclosable Interest Holder's Address:

1301 Avenue of the Americas; 38th Floor, New York, NY 10019

5) Type of Interest in Applicant (I) (refer to instructions for list) I – Indirect Ownership	6) Disclosable Interest Holder is a(n): (L) (refer to instructions for list of codes): L – Limited Partnership	7) Percent of Interest Held in Applicant: 80.9% of class A common stock (equal to 24.7% equity 3.5% voting)
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): P – Convertible Preferred Stock (one vote per share)		9) Disclosable Interest Holder's Country of Citizenship: Delaware Corporation
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Apollo Investment Fund IV, L.P. holds convertible preferred stock in Horizon PCS, Inc.. Assuming full conversion, Apollo would hold 80.9% of the class A common stock in Horizon PCS, Inc. (equal to 24.7% equity and 3.5% voting interest). Because Horizon Telcom, Inc. holds 88.1% of the total voting power and 56.5% of the total equity of Horizon PCS, Inc, Apollo is a non-controlling investor in Horizon PCS, Inc.		


Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Horizon PCS, Inc. 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services.	[REDACTED]	80.9% of class A common stock (equal to 24.7% equity 3.5% voting)
Horizon Personal Communications, Inc. 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services.	[REDACTED]	Indirect 24.7% equity 3.5% voting
Bright Personal Communications Services, L.L.C 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services.	[REDACTED]	Indirect 24.7% equity 3.5% voting




FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI.	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): First Union Capital Partners, LLC		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: One First Union Center, 301 South College Street, 5th Floor, Charlotte, NC 28288-0732			
5) Type of Interest in Applicant (I) (refer to instructions for list) I – Indirect Ownership	6) Disclosable Interest Holder is a(n): (L) (refer to instructions for list of codes): L – Limited Partnership		7) Percent of Interest Held in Applicant: 10% of class A common stock (equal to 2.7% equity <1% voting)
8) Disclosable interest Holder's Type of Ownership (refer to instructions for list): P – Convertible Preferred Stock (one vote per share)		9) Disclosable Interest Holder's Country of Citizenship: Delaware Corporation	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): First Union Capital Partners, LLC holds convertible preferred stock in Horizon PCS, Inc.. Assuming full conversion, First Union would hold 10% of the class A common stock in Horizon PCS, Inc. (equal to 2.7% equity and < 1% voting interest).			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Horizon PCS, Inc. 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services.		10% of class A common stock (equal to 2.7% equity <1% voting)
Horizon Personal Communications, Inc. 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services.		Indirect 2.7% equity <1% voting
Bright Personal Communications Services, L.L.C 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services.		Indirect 2.7% equity <1% voting
Please see attached list for other ownership positions of First Union Capital Partners that are unrelated to Horizon PCS, Inc. and its affiliates.			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): William	MI: A.	Last Name: McKell	suffix:
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2) Disclosable Interest Holder's Name (if entity):

3) Disclosable Interest Holder's TIN:

4) Disclosable Interest Holder's Address:

68 East Main Street, Chillicothe, OH 45601-0460

5) Type of Interest in Applicant (O, R, K) (refer to Instructions for list) Officer, Director, Key Management	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes): I -- Individual	7) Percent of Interest Held in Applicant: < 1% indirect
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C -- Common Stock (class B) in Horizon PCS (10 votes per share)	9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	

10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):

William A. McKell is President and a Director of both Horizon PCS, Inc. and Horizon Personal Communications, Inc.. He holds less than 1% of the class B common stock of Horizon PCS, Inc.

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Horizon PCS, Inc. 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services.		<1%
Bright Personal Communications Services, L.L.C 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services.		<1% indirect
Horizon Personal Communications, Inc. 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services.		<1% indirect

FCC Ownership Disclosure information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Thomas	MI:	Last Name: McKell	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN: 287-32-7368	
4) Disclosable Interest Holder's Address: 68 East Main Street, Chillicothe, OH 45601-0460			
5) Type of Interest in Applicant (O, R, K) (refer to instructions for list) Officer, Director, Key Management	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): I -- Individual		7) Percent of Interest Held in Applicant: Indirect 56.5% equity / 88.1 % voting
8) Disclosable interest Holder's Type of Ownership (refer to instructions for list): C -- Common Stock (class B) in Horizon PCS (10 votes per share)		9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Thomas McKell is President and a Director of Horizon Telcom, Inc.. In this capacity, he shares voting and investment power with respect to Horizon Telcom's direct interest in Horizon PCS, Inc., and similar indirect interest in the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Horizon PCS, Inc. 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services.	31-3707639	56.5% equity 88.1% voting
The Chillicothe Telephone Company 68 East Main Street, Chillicothe, OH 45601-0480	Provision of local exchange telephone and exchange access services.	31-4147310	100%
Horizon Services, Inc. 68 East Main Street, Chillicothe, OH 45601-0480	Provision of personnel and support services to Horizon Telcom subsidiaries.	31-1449038	100%
United Communications, Inc. 68 East Main Street Chillicothe, OH 45601-0480	Paging, resale long distance, Internet access, and computer consulting services.	31-0824702	100%
Horizon Personal Communications, Inc. 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services.	31-0802677	Indirect 56.5% equity 88.1% voting
Bright Personal Communications Services, L.L.C 68 East Main Street, Chillicothe, OH 45601-0480	Provision of Broadband PCS management and related services.	34-1905256	Indirect 56.5% equity 88.1% voting

OWNERSHIP POSITIONS OF FIRST UNION CAPITAL PARTNERS

	<u>NAME</u>	<u>% HELD/TYPE STOCK</u>	<u>BUSINESS TYPE</u>
1.	BullsEye Telecom, Inc.	14.20% Voting Convertible Preferred	Broadband data service
2.	Digital Access, Inc.	10.36% Voting Common	Cable Operator
3.	Grapevine Broadcasting of Anchorage, LLC	23.00% LLC Interest	Owner and operator TV station
4.	Grapevine Broadcasting of Austin, LLC	23.00% LLC Interest	Owner and operator TV station
5.	Grapevine Broadcasting of Huntsville, LLC	23.00% LLC Interest	Owner and operator TV station
6.	Grapevine Broadcasting of Joplin, LLC	23.00% LLC Interest	Owner and operator TV station
	Grapevine Broadcasting of Savannah, LLC	23.00% LLC Interest	Owner and operator TV station
8.	Grapevine Broadcasting of Wyoming, LLC	23.00% LLC Interest	Owner and operator TV station
9.	Horizon Telecom International, LLC	18.76% Voting Common	Cable operator in Brazil
	Horizon Telecom International, LLC	16.79% Non-Voting Common	
10.	INFLOW, Inc.	23.56% Voting Convertible Preferred	Managed telecommunications services
	INFLOW, Inc.	2.0488% Voting Convertible Preferred	
	NeoWorld Holdings, Inc.	13.60% Voting Preferred	Wireless Dispatch provider
12.	NewSouth Holdings, Inc.	15.70% Voting Preferred	Competitive Local Exchange Carrier
	NewSouth Holdings, Inc.	2.60% Voting Preferred	
	Western Integrated Networks, LLC	15.06% Non-Voting LLC units	

	<u>NAME</u>	<u>TAX ID NUMBER</u>	<u>ADDRESS</u>
	BullsEye Telecom, Inc.	[REDACTED]	26935 Northwestern Hwy, Ste 250 Southfield, MI 48034
2.	Digital -Access, Inc.	[REDACTED]	3 Bala Plaza East, Ste 605 Bala Cynwyd, PA 19004
3.	Grapevine Broadcasting	[REDACTED]	7621 Little Ave. Charlotte, NC 28226
4.	Grapevine Broadcasting of Austin, LLC	[REDACTED]	1701 1 0 th Place NE Austin, Minnesota 559 12
5.	Grapevine Broadcasting of Huntsville, LLC	[REDACTED]	1000 Monte Sand Blvd Huntsville, AL 35801
6.	Grapevine Broadcasting of Joplin, LLC	[REDACTED]	1928 West 13 th St. P.O. Box 46 Joplin, Missouri 64802
7	Grapevine Broadcasting of Savannah, LLC	[REDACTED]	1000 1 Abercom St. P.O. Box 61268 Savannah, GA 3 1420
8.	Grapevine Broadcasting of Wyoming, LLC	[REDACTED]	4200 East 2 nd St. P.O. Box 2720 Casper, Wyoming 82609
9.	Horizon Telecom International, LLC	[REDACTED]	1 Liberty Square Boston, MA 02 109
10.	INFLOW, Inc.	[REDACTED]	1860 Lincoln Street, Ste 105 Denver, CO 80295
	Neo World Holdings, Inc.	[REDACTED]	15 15 Broad Street Bloomfield, NJ 07003
12.	NewSouth Holdings, Inc.	[REDACTED]	355 Woodruff Road, Ste 104 Greenville, SC 29607
13.	Western Integrated Networks, LLC	[REDACTED]	1777 Sth. Harrison St., Ste P-200 Denver, CO 80210